

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JKF)  
) (Jointly Administered)  
Debtors. )

**Objection Deadline: December 19, 2006 at 4:00 p.m.**  
**Hearing Date: TBD only if necessary**

**SUMMARY OF APPLICATION OF REED SMITH LLP  
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS SPECIAL ASBESTOS PRODUCTS LIABILITY DEFENSE  
COUNSEL TO DEBTORS FOR THE SIXTY-FOURTH MONTHLY INTERIM  
PERIOD FROM OCTOBER 1, 2006 THROUGH OCTOBER 31, 2006**

Name of Applicant: Reed Smith LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., *et al.*, Debtors and  
Debtors-in-Possession

Date of Retention: July 19, 2001, effective as of April 2, 2001

Period for which compensation and  
reimbursement is sought: October 1 through October 31, 2006

Amount of fees sought as actual,  
reasonable and necessary: \$253,411.00

Amount of expenses sought as actual,  
reasonable and necessary: \$3,957.53

This is an:  X  monthly        interim        final application.

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
8/28/01	4/2/01 through 7/31/01	\$40,583.00	\$356.92	No objections served on counsel	No objections served on counsel
9/27/01	8/1/01 through 8/31/01	\$90,113.00	\$4,048.11	No objections served on counsel	No objections served on counsel
10/26/01	9/1/01 through 9/30/01	\$155,804.00	\$6,971.66	No objections served on counsel	No objections served on counsel
11/27/01	10/1/01 through 10/31/01	\$229,036.50	\$10,314.97	No objections served on counsel	No objections served on counsel
12/26/01	11/1/01 through 11/30/01	\$216,703.50	\$22,667.19	No objections served on counsel	No objections served on counsel
1/30/02	12/1/01 through 12/31/01	\$152,288.00	\$43,025.11	No objections served on counsel	No objections served on counsel
3/1/02	1/1/02 through 1/31/02	\$152,389.50	\$45,525.87	No objections served on counsel	No objections served on counsel
3/28/02	2/1/02 through 2/28/02	\$115,694.50	\$39,388.59	No objections served on counsel	No objections served on counsel
5/2/02	3/1/02 through 3/31/02	\$95,617.50	\$49,224.63	No objections served on counsel	No objections served on counsel
5/28/02	4/1/02 through 4/30/02	\$125,169.50	\$44,498.12	No objections served on counsel	No objections served on counsel
6/28/02	5/1/02 through 5/31/02	\$186,811.50	\$88,641.73	No objections served on counsel	No objections served on counsel
8/5/02	6/1/02 through 6/30/02	\$167,414.75	\$26,462.86	No objections served on counsel	No objections served on counsel
9/9/02	7/1/02 through 7/31/02	\$121,203.75	\$7,897.17	No objections served on counsel	No objections served on counsel
9/30/02	8/1/02 through 8/31/02	\$183,876.75	\$18,631.51	No objections served on counsel	No objections served on counsel
10/31/02	9/1/02 through 9/30/02	\$205,975.00	\$12,810.65	No objections served on counsel	No objections served on counsel
11/27/02	10/1/02 through 10/31/02	\$172,838.75	\$34,384.69	No objections served on counsel	No objections served on counsel
12/30/02	11/1/02 through 11/30/02	\$115,576.00	\$12,630.85	No objections served on counsel	No objections served on counsel
1/30/03	12/1/02 through /31/02	\$36,744.50	\$16,310.05	No objections served on counsel	No objections served on counsel
3/6/03	1/1/03 through 1/31/03	\$123,884.00	\$3,760.28	No objections served on counsel	No objections served on counsel
4/2/03	2/1/03 through 2/28/03	\$233,867.50	\$21,251.46	No objections served on counsel	No objections served on counsel
5/7/03	3/1/03 through 3/31/03	\$124,350.00	\$30,380.42	No objections served on counsel	No objections served on counsel

6/4/03	4/1/03 through 4/30/03	\$223,770.50	\$19,411.28	No objections served on counsel	No objections served on counsel
7/1/03	5/1/03 through 5/31/03	\$190,838.00	\$22,397.08	No objections served on counsel	No objections served on counsel
7/31/03	6/1/03 through 6/30/03	\$165,837.25	\$18,778.12	No objections served on counsel	No objections served on counsel
8/29/03	7/1/03 through 7/31/03	\$202,033.50	\$13,132.57	No objections served on counsel	No objections served on counsel
10/2/03	8/1/03 through 8/31/03	\$155,275.50	\$5,526.19	No objections served on counsel	No objections served on counsel
10/28/03	9/1/03 through 9/30/03	\$32,877.00	\$5,836.88	No objections served on counsel	No objections served on counsel
11/28/03	10/1/03 through 10/31/03	\$20,656.50	\$3,553.00	No objections served on counsel	No objections served on counsel
12/29/03	11/1/03 through 11/30/03	\$16,642.50	\$352.73	No objections served on counsel	No objections served on counsel
2/4/04	12/1/03 through 12/31/03	\$8,871.00 <sup>2</sup>	\$1,332.05	No objections served on counsel	No objections served on counsel
3/10/04	1/1/04 through 1/31/04	\$21,531.00	\$85.71	No objections served on counsel	No objections served on counsel
4/7/04	2/1/04 through 2/29/04	\$21,116.00	\$2,537.94	No objections served on counsel	No objections served on counsel
5/5/04	3/1/04 through 3/31/04	\$11,113.00	\$442.16	No objections served on counsel	No objections served on counsel
6/4/04	4/1/04 through 4/30/04	\$16,495.50	\$41.08	No objections served on counsel	No objections served on counsel
7/1/04	5/1/04 through 5/31/04	\$41,085.00	\$2,386.50	No objections served on counsel	No objections served on counsel
8/2/04	6/1/04 through 6/30/04	\$28,692.50	\$725.43	No objections served on counsel	No objections served on counsel
9/3/04	7/1/04 through 7/31/04	\$13,176.50	\$328.55	No objections served on counsel	No objections served on counsel
10/5/04	8/1/04 through 8/31/04	\$11,792.00	\$1,500.03	No objections served on counsel	No objections served on counsel
10/28/04	9/1/04 through 9/30/04	\$22,618.00	\$97.76	No objections served on counsel	No objections served on counsel
11/29/04	10/1/04 through 10/31/04	\$127,040.00	\$2,696.29	No objections served on counsel	No objections served on counsel
1/7/05	11/1/04 through 11/30/04	\$29,207.50	\$1,858.91	No objections served on counsel	No objections served on counsel
2/9/05	12/1/04 through 12/31/04	\$123,722.25	\$2,598.89	No objections served on counsel	No objections served on counsel

<sup>2</sup> Although Reed Smith initially requested \$9,795.00 for the December 2003 monthly interim period, it revised its request after discovering an error in its Fee Application for that period, after the Fee Application was filed (and with the advice and consent of the Fee Auditor). The corrected amount requested by Reed Smith for that period is reflected above.

3/1/05	1/1/05 through 1/31/05	\$112,761.00	\$3,520.69	No objections served on counsel	No objections served on counsel
3/29/05	2/1/05 through 2/28/05	\$40,738.00	\$2,719.01	No objections served on counsel	No objections served on counsel
4/27/05	3/1/05 through 3/31/05	\$22,165.50	\$281.04	No objections served on counsel	No objections served on counsel
5/31/05	4/1/05 through 4/30/05	\$27,745.00	\$373.42	No objections served on counsel	No objections served on counsel
6/30/05	5/1/05 through 5/31/05	\$48,125.50	\$1,444.96	No objections served on counsel	No objections served on counsel
8/2/05	6/1/05 through 6/30/05	\$53,677.50	\$2,901.34	No objections served on counsel	No objections served on counsel
8/31/05	8/1/05 through 8/31/05	\$67,024.00	\$4,443.37	No objections served on counsel	No objections served on counsel
10/28/05	9/1/05 through 9/31/05	\$75,564.50	\$1,333.69	No objections served on counsel	No objections served on counsel
11/28/05	10/1/05 through 10/31/05	\$100,140.00	\$2,209.06	No objections served on counsel	No objections served on counsel
12/29/05	11/1/05 through 11/30/05	\$73,829.00	\$2,476.74	No objections served on counsel	No objections served on counsel
2/3/06	12/1/05 through 12/31/05	\$132,709.00	\$9,322.91	No objections served on counsel	No objections served on counsel
3/6/06	1/1/06 through 1/31/06	\$179,492.75	\$7,814.56	No objections served on counsel	No objections served on counsel
3/28/06	2/1/06 through 2/28/06	\$121,127.50	\$2,113.02	No objections served on counsel	No objections served on counsel
4/28/06	3/1/06 through 3/31/06	\$138,244.50	\$8,928.17	No objections served on counsel	No objections served on counsel
5/30/06	4/1/06 through 4/30/06	\$258,539.00	\$3,990.53	No objections served on counsel	No objections served on counsel
6/28/06	5/1/06 through 5/31/06	\$187,688.50	\$7,066.20	No objections served on counsel	No objections served on counsel
7/31/06	6/1/06 through 6/30/06	\$290,925.50	\$7,211.50	No objections served on counsel	No objections served on counsel
9/1/06	7/1/06 through 7/31/06	\$318,207.00	\$5,751.93	No objections served on counsel	No objections served on counsel
9/28/06	8/1/06 through 8/31/06	\$431,035.00	\$19,258.20	No objections served on counsel	No objections served on counsel
10/30/06	9/1/06 through 9/30/06	\$214,071.00	\$8,718.91	No objections served on counsel	No objections served on counsel

As indicated above, this is the sixty-fourth application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

The total time expended for the preparation of this application is approximately 15 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$4,000.00.

The Reed Smith attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	35 Years	Litigation	\$600.00	12.50	\$7,500.00
Lawrence E. Flatley	Partner	31 years	Litigation	\$535.00	72.90	\$39,001.50
Douglas E. Cameron	Partner	22 Years	Litigation	\$530.00	174.20	\$92,326.00
Harold J. Engel	Partner	37 Years	Litigation	\$500.00	10.50	\$5,250.00
Anthony B. Klapper	Partner	12 Years	Litigation	\$500.00	60.30	\$30,150.00
Margaret L. Sanner	Of Counsel	21 Years	Litigation	\$415.00	23.40	\$9,711.00
Traci Sands Rea	Partner	11 Years	Litigation	\$390.00	18.00	\$7,020.00
Carol J. Gatewood	Of Counsel	17 Years	Litigation	\$380.00	31.00	\$11,780.00
Jesse J. Ash	Associate	4 Years	Litigation	\$330.00	20.70	\$6,831.00
Margaret E. Rutkowski	Associate	10 Years	Litigation	\$315.00	.10	\$31.50
Melissa J. Keppel	Associate	5 Years	Litigation	\$310.00	5.00	\$1,550.00
Andrew J. Muha	Associate	5 Years	Litigation	\$295.00	3.50	\$1,032.50
Rebecca E. Aten	Associate	3 Years	Litigation	\$270.00	55.30	\$14,931.00
John L. Schoenecker	Associate	2 Years	Litigation	\$250.00	28.70	\$7,175.00

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The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
Mark E. Phelps	Paralegal	7 Years	Litigation	\$200.00	15.00	\$3,000.00
John B. Lord	Paralegal	13 Years	Bankruptcy	\$190.00	2.00	\$380.00
Maureen Atkinson	Paralegal	30 Years	Litigation	\$180.00	7.20	\$1,296.00
Jennifer L. Taylor-Payne	Paralegal	10 Years	Litigation	\$170.00	54.50	\$9,265.00
Margaret A. Garlitz	Paralegal	15 Years	Litigation	\$170.00	1.90	\$323.00
Michelle M. Jeziorowski	Paralegal	12 Years	Litigation	\$160.00	9.60	\$1,536.00
Anne L. Salzberg	Analyst	6 Years	Knowledge Management	\$150.00	3.60	\$540.00
James Lillis	Paralegal	1 Year	Litigation	\$150.00	10.20	\$1,530.00
Sharon A. Ament	Paralegal	2 Years	Litigation	\$130.00	7.20	\$936.00
Tina Walker-Young	Paralegal	2 Years	Litigation	\$115.00	1.50	\$172.50
Lisa Lankford	Case Assistant	4 Years	Bankruptcy	\$110.00	1.30	\$143.00

Total Fees: \$253,411.00

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**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Hours</b>	<b>Amount</b>
Litigation	185.40	\$65,628.50
Travel - Non-Working	5.50	\$2,280.00
ZAI Science Trial	2.20	\$1,166.00
Fee Applications	13.10	\$3,235.50
Claim Analysis Objection Resolution & Estimation	319.70	\$135,965.00
Montana Grand Jury Investigation	104.20	\$45,136.00
<b>Total:</b>	<b>630.10</b>	<b>\$253,411.00</b>

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**EXPENSE SUMMARY**

Description	Non-ZAI Science Trial	ZAI Science Trial
Binding Charge	\$51.00	----
Telephone Expense	\$16.40	----
Telephone – Outside	\$120.00	----
IKON Copy Services	\$56.20	----
PACER	\$3.20	----
Duplicating/Printing/Scanning	\$2,436.00	----
Postage Expense	\$11.38	----
Courier Service – Outside	\$98.98	----
Meal Expense	\$624.85	----
Mileage Expense	\$41.83	----
Taxi Expense	\$60.00	----
Air Travel Expense	\$357.20	----
Parking/Tolls/Other Transportation	\$36.00	----
General Expense: vendor fees for tabs and boxes; fee for retrieval of scientific article	\$44.49	----
SUBTOTAL		\$0.00
<b>TOTAL</b>	<b>\$3,957.53</b>	<b>\$0.00</b>



Dated: November 28, 2006  
Wilmington, Delaware

REED SMITH LLP

By: /s/ Kurt F. Gwynne

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